

THOMPSON SANDRA L
Form 5
February 14, 2002

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                        OMB APPROVAL
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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

1. Name and Address of Reporting Person*

| | | |
|-------------------------------------|---------|----------|
| Thompson | Sandra | L. |
| (Last) | (First) | (Middle) |
| 1405 South Orange Avenue, Suite 601 | | |
| (Street) | | |
| Orlando | Florida | 32806 |
| (City) | (State) | (Zip) |

2. Issuer Name and Ticker or Trading Symbol

U.S. Medical Group, Inc. (NASDAQ OTC Bulletin Board: USMG)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

n/a

4. Statement for Month/Year

12/31/01

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Explanation of Responses:

The Reporting Person's position as an officer and director when the shares of the Issuer were registered pursuant to Section 12(g), on February 16, 2000, triggered the filing of a Form 3. The Reporting Person became a 10% beneficial owner when she joined with other reporting persons for the purpose of acquiring shares of the Issuer, on or about October 23, 2001.

/s/ Sandra L. Thompson

February 14, 2002

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

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